

Southern California Digital Communications Council

Bylaws

Revised: 26 October 1991

Article I - Organization Name

The name of this organization shall be:

**Southern California Digital Communications Council
(SCDCC)**

Article II - Purposes and Objectives

A. To promote and encourage the rational growth of "Packet Radio" and other high speed digital networking techniques.

B. To provide a vehicle by which the many specialized interest groups and individuals participating in the growth of Amateur digital communications may share ideas and coordinate their efforts.

C. To provide a formal body which will investigate and make recommendations regarding proposed laws, rules, and regulations which could affect "Packet Radio" operations on Amateur Radio frequencies.

D. To develop recommended standards regarding those elements of network design and implementation that impact the efficient utilization of frequencies set aside in national and regional bandplans as "Packet Radio" or "Digital" frequencies.

E. To provide a medium for the communication to appropriate government agencies, private entities, and other Amateur Radio organizations of its members collective positions regarding those items in C. and D. above.

Article III - Membership and Organization Structure

Section 1 - Membership

A. Council membership consists of both "Recognized Organization" and individual members.

(1) Recognized Organization membership is offered to formal Amateur Radio organizations, involved in digital communications, which are voted on by the Council as defined in Article III Section 2.

(2) Individual Membership is available to any licensed Radio Amateur.

B. Membership requires that an application be made to the Administrative Director of the organization, and requires concurrent payment of one year's dues.

Section 2 - Structure

A. Board of Directors

(1) Council leadership is provided through a Board of Directors which serves as the primary technical and administrative body. The Board consists of a combination of representatives as follows:

(a) Organization Directors - Individual representatives appointed by each of the "Recognized Organizations." An individual may not represent more than one "Recognized Organization" nor hold more than one Board seat.

(b) Group Directors - Council members elected by the membership to represent specific special interest areas/groups identified as warranting Board representation. An individual may not be elected to more than one Group Director position nor hold more than one Board seat.

(c) Directors at Large - Council members elected to fill out the Board and represent the general digital community. An individual may not hold more than one Board position.

(d) Senior Director - The Chairman of the Board of Directors will serve on the Board during the year following his Board Chairmanship as a Senior Director. In this position, he releases for appointment/election any Organization, Group, or Director at Large seat that he may have held unless he is re-appointed/re-elected to such seat. The Senior Director will only have one vote under any circumstances.

(2) The Board consists of at least seven members, but not more than fifteen members, plus a Senior Director. The number of Board members is determined each year at the Annual Meeting in the following manner.

(a) The general membership will nominate and vote to determine which formal organizations will be designated as "Recognized Organizations." Only those organizations which indicate an interest in participating, either by personal representation or written notification, will be accepted for nomination. A vote count will be held for and against each organization nominated. There shall be no more than eight

organizations represented in this category. If there are more than eight organizations nominated and approved, the individual votes shall be counted so as to determine which eight organizations received the largest number of affirmative votes. Ties will be broken by a simple majority vote between the organizations tied.

(b) The general membership will nominate and vote to determine which special interest areas/groups, which are not formally organized, deserve representation on the Board. A vote count will be held for and against each nominated area. The maximum number of areas to be selected is two less than the number of designated "Recognized Organizations" but not more than five. If there are more than the authorized number of areas nominated and approved, the individual votes shall be counted so as to determine which areas received the largest number of affirmative votes. An election will be held to select a representative from the general membership for each of the identified areas. Only members who indicate a willingness to serve, by either personal recognition or written notification, will be accepted for nomination. Ties will be broken by a simple majority vote between the organizations tied.

(c) The general membership will nominate individual members to serve as Directors at Large representing the general digital community. Only members who indicate a willingness to serve, by either personal recognition or written notification, will be accepted for nomination. The number of Directors at Large to be selected shall be two, unless the total number of Organization Directors plus Group Directors is less than five, in which case the number of Directors at Large selected shall be adequate to constitute a seven member Board (excluding the Senior Director).

(3) The Board of Directors elects a Chairman to provide Board leadership and to act as the chief representative of the Council to outside organizations. A Vice Chairman is elected by the Board to serve in the absence of the Chairman.

B. Administrative Director

Council member elected by the membership to perform as the Secretary and Treasurer of the Council. The position of Administrative Director is a non-voting member of the Board of Directors. The Administrative Director position may be held by an appointed or elected Board member.

C. General Membership

Individuals who wish to support the objectives of the Council and have an opportunity to vote on the issues presented to the General Membership (see Article IV below). An individual may hold a General Membership without regard for whether he is a member of a "Recognized Group."

Article IV - Dues and Voting

Section 1 - Dues

A. Organizations designated "Recognized Organization" shall be subject to dues in the amount of \$5.00 per year.

B. General membership dues is \$5.00 per year.

Section 2 - Voting

A. A "Recognized Organization" shall have the power to appoint a representative to serve on the Board of Directors but does not have any individual general membership voting rights.

B. Each General Member shall have one vote. A member must be personally present at an officially called general meeting to vote.

C. Each member of the Board of Directors shall have one vote when voting on Board issues.

D. General membership votes can only occur at an Annual or Special General Meeting. Items to be voted on include Election of an Administrative Director, determination of "Recognized Organizations," Election of Group Directors and Directors at Large, Bylaws changes, and such other matters as are brought before the Council.

E. A majority of those members present carries in all votes before the General Membership and before the Board of Directors except as defined in Article X - Amendments, and Article V.D concerning Board vacancies.

F. A simple majority of all board members must be present to constitute a quorum of the Board of Directors. No Council business may occur without a quorum of the Board present.

Article V - Elections/Term

A. The Board of Directors election process described in Article III shall take place at the Annual Meeting.

B. The Administrative Director, the Group Directors, and the Directors at Large shall be elected to serve a one year term beginning 1 December. The Organization Directors appointed by the "Recognized Organizations" shall serve a one year term beginning 1 December.

C. Vacancies in office shall be handled as follows:

(1) Administrative Director - The Board of Directors shall select a replacement to serve until the next regular election.

(2) Organizational Directors - The Recognized Organizations

may appoint replacement representatives when necessary.

(3) Group Directors / Directors at Large / Senior Director - Vacancies will not be filled unless the total number of Board members drops to less than seven, in which case the Chairman has the authority to appoint the necessary number of members to maintain that number.

D. The Board may vote to declare a seat vacant or to remove a Director from office for cause by a 2/3 majority vote of the total Board. The Chairman of the Board may be removed from his position for cause by a 2/3 majority vote of the remaining Board members.

Article VI - Duties

Section 1 - Administrative Director

A. Serve as Secretary of the Council by recording the minutes of the Annual and Special General Meetings and maintaining Council correspondence.

B. Serve as Treasurer of the Council including maintaining the membership database and accounting for all revenues and expenditures. Responsible for supervision of Council funds.

C. Make final decisions regarding internal administrative matters not specifically outlined in the bylaws.

D. Provide an Annual Report of the Financial status of the SCDCC to all Council members.

Section 2 - Senior Director

A. Call the first Board of Directors meeting for the new year as soon as possible after 1 December. Preside over that meeting until a new Chairman is elected.

B. Serve on the Board of Directors as a voting member during the year following his Chairmanship.

Section 3 - Chairman of the Board of Directors

A. Preside over the Annual and Special General Meetings.

B. Present a Report at the Annual Meeting outlining Council accomplishments during the prior year and defining problems which are outstanding. This report shall be submitted for publication in the SCDCC newsletter.

C. Call and preside over the Board of Directors meetings. Appoint someone to document and publish Board of Directors minutes.

D. Ensure that copies of Minutes and other written materials generated by the Board are provided to the Administrative

Director.

Section 4 - Board of Directors

A. Develop and publish policies and standards covering Council related administrative and technical issues.

B. Establish guidelines which can be used by network users and implementors. Provide these guidelines to the Administrative Director for timely publication.

C. Appoint special committees to assist in researching and resolving problems and to help in planning activities.

D. Select members to represent the Council to other groups consistent with the purposes of these Bylaws.

E. Arbitrate between groups as necessary to assist in achieving the purposes of the Council. Either group can appeal a decision of the Board to a vote by the general membership.

F. Supervise the creation and maintenance of an SCDCC Library. This library shall contain literature which directly bears on the Council's purpose and objectives. When possible, distribute the library items via packet Bulletin so that they will be an information resource available to all members.

G. Supervise the creation and maintenance of an SCDCC Network Database containing information beneficial in performing the coordination responsibilities of the Council.

H. Proposing to the General Membership through Resolutions, such Standing Rules as are needed to facilitate the business of the Council.

Article VII - Meetings.

Section 1 - Annual General Meeting

The Annual General Meeting shall be held during the month of October of each year. An Agenda will be mailed at least two weeks in advance to all members.

Section 2 - Special General Meetings

A. Special General Meetings can be called by a vote of the Board of Directors or by action of the General Membership at a General Meeting.

B. A Special General Meeting can be called by 12 or more members by asking for a meeting in writing. The meeting must be scheduled by the Administrative Director to take place within 60 days of the request. An Agenda will be mailed at least two weeks in advance to all members. The cost of this mailing must be borne by the petitioners. The Board of Directors or the General Membership may vote to reimburse

the petitioners if the meeting is found to be in the best interest of the Council. A quorum of 25 percent of the general membership at the time of the petition must be present at the meeting.

Article VII - Newsletter

Section 1 - Responsibilities

The SCDCC shall plan for the preparation and distribution of a newsletter to all members on at least a quarterly basis. The Board of Directors is responsible for providing materials appropriate for inclusion in Newsletter and for selecting a Newsletter Editor to oversee publication. The Board shall encourage members to contribute articles which bear on the purposes and objectives of the SCDCC.

Section 2 - Purpose/Costs

The SCDCC Newsletter is intended to promote understanding within the Amateur community regarding digital communications activities. As such, it is provided to members free of charge as part of their membership and offered to Clubs, Radio Stores, and other individuals on a per issue basis at approximate production cost. The Administrative Director is responsible for establishing the publication rate.

Article IX - Fiscal Period

The fiscal (accounting) period of the Council shall be from 1 October of each year to 30 September of the following year. Financial Reports prepared by the Administrative Director shall conform with this period.

Article X - Amendments.

The Bylaws can be amended by a 2/3 majority vote of those members present. The Bylaws shall be published and distributed to the membership whenever they are amended.

Article XI - Robert's Rules

Robert's Rules Of Order will apply in all cases not covered by these Bylaws.

Article XII - Implementation Process

Section 1 - Application

This Article applies to the implementation of the changes in organizational structure and procedure introduced by a major Bylaws change adopted 27 January 1990. The provisions herein are only applicable during the transition process and therefore this Article shall become null and void as soon as all steps are complete or no later than 29 September 1990. This Article shall automatically be deleted at that time.

Section 2 - Timing and Terms

A. The effective date for transitioning to Board of Directors management shall be 1 May 1990. In order to effect this schedule there will be a Special General Meeting held on 31 March for the purpose of conducting the elections defined herein.

B. On approximately 14, and 28 February, and 14 March 1990, the Secretary/Treasurer will send a packet Bulletin addressed to SCDCC @ ALLCAS describing the revised organizational structure of the SCDCC and soliciting all interested formal organizations to indicate if they wish to be considered for selection as a "Recognized Organization." On or before 12 March 1990 the Secretary/Treasurer will mail a similar Bulletin to all members of record since 1 January 1988.

C. Copies of the Bylaws as approved on 27 January 1990 will be included in the Bulletin mailing for all members of record since 1 July 1989.

D. The terms of office applicable to the selected organizations and elected personnel will be from 1 May 1990 through 31 October 1990.

E. The outgoing President will serve as the Senior Director from 1 May 1990 through 31 October 1990.

F. The outgoing Secretary/Treasurer will serve as Administrative Director from 1 May 1990 through 31 October 1990.

Section 3 - Dues

A. The new Dues structure shall become effective 1 February 1990.

B. Effective 1 February 1990, current members will have their memberships extended one month for every month they have remaining.

Section 4 - Fiscal Reports

Fiscal Reports presented at the October 1990 meeting will be for the period 1 November 1989 through 30 September 1990.